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ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 22198-N FILED

APR 17 '01 1:48 PM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

April 16, 2001

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 (a), are three (3) copies of Supplement No. 8 to Amended and Restated Security Agreement, dated as of April 16, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Amended and Restated Security Agreement previously filed with the Board under Recordation Number 22198-C.

The names and addresses of the parties to the enclosed document are:

Debtor:	ACF Industries, Incorporated 620 North Second Street St. Charles, Missouri-63301
Secured Party:	Firstar Bank, N.A. (successor to Mercantile Bank National Association) One Mercantile Center St. Louis, Missouri 63101

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
APR 17 1 48 PM '01  
OFFICE OF THE  
CLERK

A description of the railroad equipment covered by the enclosed document is:

173 railcars within the series SHPX 202731 - SHPX 203518

Mr. Vernon Williams  
April 16, 2001  
Page Two

A short summary of the document to appear in the index follows:

Supplement No. 8 to the Amended and Restated Security Agreement  
between ACF Industries, Incorporated and Firststar Bank, N.A. (successor  
to Mercantile Bank).

Also enclosed is a check in the amount of \$28.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm  
Enclosures

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

RECORDATION NO. 22198-N FILED

APR 17 '01 : 1:48 PM

APR 17 1 48 PM '01 SUPPLEMENT NO. 8 TO SURFACE TRANSPORTATION BOARD  
AMENDED AND RESTATED SECURITY AGREEMENT

This is Supplement No. 8 to the Amended and Restated Security Agreement dated as of November 10, 1999 (the "Agreement"), by and between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Debtor"), and FIRSTAR BANK, N.A., a successor to MERCANTILE BANK NATIONAL ASSOCIATION, AS AGENT (the "Bank").

1. This Supplement is executed and delivered pursuant to the Agreement in order to more particularly identify certain of the Collateral which the Debtor has assigned and granted, or does hereby assign and grant, a security interest in and to the Bank, and to confirm the assignment under, and security interest created by, the Agreement with respect to such Collateral. Any term defined in the Agreement and used herein shall have the meaning as defined therein.

2. The Debtor has assigned, mortgaged, pledged, hypothecated, transferred and set over to the Bank, its successors and assigns, and does hereby assign, mortgage, pledge, hypothecate, transfer, set over and grant to the Bank a security interest in, in each case pursuant to the Agreement and as collateral security for payment and performance of the Obligations (as such term is defined in the Agreement), all and singular of the Debtor's rights, title and interest in and to the following Collateral described in paragraphs 2(a), 2(b) and 2(c) hereof:

(a) All of the railroad rolling stock and standard gauge rolling stock listed on Schedule A hereto together with all parts, attachments, accessions, accessories, equipment, appurtenances and additions that are at any time appertaining, attached, affixed or related thereto whether now owned or hereafter acquired, and all substitutions, renewals or replacements thereof and additions, improvements, accessions and accumulations thereto, wherever located, together with all records, rents, mileage credits earned, issues, income, profits, avails and other proceeds (including insurance proceeds) therefrom (the "Equipment").

(b) All right, title, interest, claims and demands of the Debtor in, to and under each and every lease (whether or not such lease is in writing or is for a term certain, including, without limitation, per diem leases) now or hereafter entered into relating to the Equipment but to and only to the extent relating to the Equipment (each such portion of such lease being an "Equipment Lease"), including any extensions of the term of every Equipment Lease, all of Debtor's rights under any Equipment Lease to make determinations, to exercise any election (including, but not limited to, election of remedies) or option or to give or receive any notice, consent, waiver or approval together with full power and authority with respect to any Equipment Lease to demand, receive, enforce, collect or give receipt for any of the foregoing rights or any property which is the subject of any of the Equipment Leases, to enforce or execute any checks, or other instruments or orders, to file any claims and to take any action which (in the opinion of the Secured Party) may be necessary or advisable in

connection with any of the foregoing insofar, but only insofar, as such rights relate to the Equipment which is subject to such Equipment Leases, all records related to the Equipment Leases and all payments due and to become due under any Equipment Lease, whether as contractual obligations, damages, casualty payments, insurance proceeds or otherwise to the extent such payments are derived from the Equipment.

(c) All products and proceeds of any of the foregoing in whatever form, including (without limitation) insurance proceeds and any claims against third parties for loss or damage to or destruction of any or all of the foregoing and cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreements or other documents.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Supplement in one or more counterparts as of the 16<sup>th</sup> day of April, 2001.

ACF INDUSTRIES, INCORPORATED

By: 

Name: Robert J. Mitchell

Title: Senior Vice President of Finance

FIRSTAR BANK, N.A. AS A SUCCESSOR TO  
MERCANTILE BANK NATIONAL  
ASSOCIATION, AS AGENT

By: 

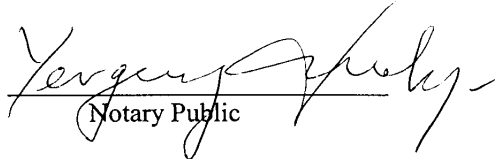
Name: Joseph P. Howard

Title: Vice President

[Signature Page to Supplement No. 8 to Amended and Restated Security Agreement]

STATE OF NEW YORK                    )  
  ) ss.:  
COUNTY OF NEW YORK                )

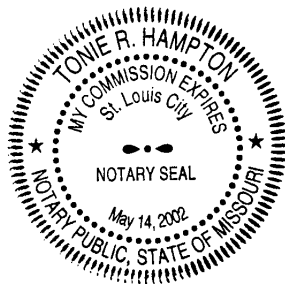
On this 11<sup>th</sup> day of April, 2001, before me, personally appeared Robert J. Mitchell, to me known, who being by me duly sworn, says that she resides in Nassau County, New York and is Senior Vice President of Finance of ACF INDUSTRIES, INCORPORATED; that said instrument was signed on behalf of said corporation on the date hereof by authority of its Board of Directors; and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

YEVGENY FUNDLER  
Notary Public, State of New York  
No. 02FU6046929  
Qualified in New York County  
Commission Expires August 21, 2002

STATE OF MISSOURI                    )  
  ) ss.:  
CITY OF ST. LOUIS                    )

On this 10<sup>th</sup> day of April, 2001, before me, personally appeared Joseph P. Howard, to me known, who being by me duly sworn, says that he resides in St. Louis, Missouri, and is Vice President of FIRSTAR BANK, N.A., that said instrument was signed on behalf of said bank on the date hereof by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.



  
Notary Public

## Schedule A

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
160	CERESTAR USA INC	7455	SHPX	202731
160	CERESTAR USA INC	7455	SHPX	202732
160	CERESTAR USA INC	7455	SHPX	202733
160	CERESTAR USA INC	7455	SHPX	202734
160	CERESTAR USA INC	7455	SHPX	202735
160	CERESTAR USA INC	7455	SHPX	202736
160	CERESTAR USA INC	7455	SHPX	202737
160	CERESTAR USA INC	7455	SHPX	202738
160	CERESTAR USA INC	7455	SHPX	202739
160	CERESTAR USA INC	7455	SHPX	202740
160	CERESTAR USA INC	7455	SHPX	202741
160	CERESTAR USA INC	7455	SHPX	202742
160	CERESTAR USA INC	7455	SHPX	202743
160	CERESTAR USA INC	7455	SHPX	202744
160	CERESTAR USA INC	7455	SHPX	202745
160	CERESTAR USA INC	7455	SHPX	202746
160	CERESTAR USA INC	7455	SHPX	202747
160	CERESTAR USA INC	7455	SHPX	202748
160	CERESTAR USA INC	7455	SHPX	202749
160	CERESTAR USA INC	7455	SHPX	202750
160	CERESTAR USA INC	7455	SHPX	202751
160	CERESTAR USA INC	7455	SHPX	202752
160	CERESTAR USA INC	7455	SHPX	202753
160	CERESTAR USA INC	7455	SHPX	202754
160	CERESTAR USA INC	7455	SHPX	202755
160	CERESTAR USA INC	7455	SHPX	202756
160	CERESTAR USA INC	7455	SHPX	202757
160	CERESTAR USA INC	7455	SHPX	202758
160	CERESTAR USA INC	7455	SHPX	202759
160	CERESTAR USA INC	7455	SHPX	202760
160	CERESTAR USA INC	7455	SHPX	202761
160	CERESTAR USA INC	7455	SHPX	202762
160	CERESTAR USA INC	7455	SHPX	202763
160	CERESTAR USA INC	7455	SHPX	202764
160	CERESTAR USA INC	7455	SHPX	202765
160	CERESTAR USA INC	7455	SHPX	202766
160	CERESTAR USA INC	7455	SHPX	202767
160	CERESTAR USA INC	7455	SHPX	202768
160	CERESTAR USA INC	7455	SHPX	202769
160	CERESTAR USA INC	7455	SHPX	202770
160	CERESTAR USA INC	7455	SHPX	202771
160	CERESTAR USA INC	7455	SHPX	202772
160	CERESTAR USA INC	7455	SHPX	202773
160	CERESTAR USA INC	7455	SHPX	202774
160	CERESTAR USA INC	7455	SHPX	202775
160	CERESTAR USA INC	7455	SHPX	202776
160	CERESTAR USA INC	7455	SHPX	202777
160	CERESTAR USA INC	7455	SHPX	202778
160	CERESTAR USA INC	7455	SHPX	202779



Lessee Code	Lessee	Contract	Rptg Mark	Car Number
160	CERESTAR USA INC	7455	SHPX	202780
160	CERESTAR USA INC	7455	SHPX	202781
160	CERESTAR USA INC	7455	SHPX	202782
160	CERESTAR USA INC	7455	SHPX	202783
160	CERESTAR USA INC	7455	SHPX	202784
160	CERESTAR USA INC	7455	SHPX	202785
160	CERESTAR USA INC	7455	SHPX	202786
160	CERESTAR USA INC	7455	SHPX	202787
160	CERESTAR USA INC	7455	SHPX	202788
160	CERESTAR USA INC	7455	SHPX	202789
160	CERESTAR USA INC	7455	SHPX	202790
160	CERESTAR USA INC	7455	SHPX	202791
160	CERESTAR USA INC	7455	SHPX	202792
160	CERESTAR USA INC	7455	SHPX	202793
160	CERESTAR USA INC	7455	SHPX	202794
160	CERESTAR USA INC	7455	SHPX	202795
160	CERESTAR USA INC	7455	SHPX	202796
160	CERESTAR USA INC	7455	SHPX	202797
160	CERESTAR USA INC	7455	SHPX	202798
160	CERESTAR USA INC	7455	SHPX	202799
160	CERESTAR USA INC	7455	SHPX	202800
160	CERESTAR USA INC	7455	SHPX	202801
160	CERESTAR USA INC	7455	SHPX	202802
160	CERESTAR USA INC	7455	SHPX	202803
160	CERESTAR USA INC	7455	SHPX	202804
160	CERESTAR USA INC	7455	SHPX	202805
160	CERESTAR USA INC	7455	SHPX	202806
160	CERESTAR USA INC	7455	SHPX	202807
160	CERESTAR USA INC	7455	SHPX	202808
160	CERESTAR USA INC	7455	SHPX	202809
160	CERESTAR USA INC	7455	SHPX	202810
160	CERESTAR USA INC	7455	SHPX	202811
160	CERESTAR USA INC	7455	SHPX	202812
160	CERESTAR USA INC	7455	SHPX	202813
160	CERESTAR USA INC	7455	SHPX	202814
160	CERESTAR USA INC	7455	SHPX	202815
160	CERESTAR USA INC	7455	SHPX	202816
160	CERESTAR USA INC	7455	SHPX	202817
160	CERESTAR USA INC	7455	SHPX	202818
160	CERESTAR USA INC	7455	SHPX	202819
160	CERESTAR USA INC	7455	SHPX	202820
160	CERESTAR USA INC	7455	SHPX	202821
160	CERESTAR USA INC	7455	SHPX	202822
160	CERESTAR USA INC	7455	SHPX	202823
160	CERESTAR USA INC	7455	SHPX	202824
160	CERESTAR USA INC	7455	SHPX	202825
160	CERESTAR USA INC	7455	SHPX	202826
160	CERESTAR USA INC	7455	SHPX	202827
160	CERESTAR USA INC	7455	SHPX	202828

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
160	CERESTAR USA INC	7455	SHPX	202829
160	CERESTAR USA INC	7455	SHPX	202830
160	CERESTAR USA INC	7455	SHPX	202831
160	CERESTAR USA INC	7455	SHPX	202832
160	CERESTAR USA INC	7455	SHPX	202833
160	CERESTAR USA INC	7455	SHPX	202834
160	CERESTAR USA INC	7455	SHPX	202835
160	CERESTAR USA INC	7455	SHPX	202836
160	CERESTAR USA INC	7455	SHPX	202837
160	CERESTAR USA INC	7455	SHPX	202838
160	CERESTAR USA INC	7455	SHPX	202839
160	CERESTAR USA INC	7455	SHPX	202840
160	CERESTAR USA INC	7455	SHPX	202841
160	CERESTAR USA INC	7455	SHPX	202842
160	CERESTAR USA INC	7455	SHPX	202843
160	CERESTAR USA INC	7455	SHPX	202844
160	CERESTAR USA INC	7455	SHPX	202845
160	CERESTAR USA INC	7455	SHPX	202846
160	CERESTAR USA INC	7455	SHPX	202847
160	CERESTAR USA INC	7455	SHPX	202848
160	CERESTAR USA INC	7455	SHPX	202849
160	CERESTAR USA INC	7455	SHPX	202850
160	CERESTAR USA INC	7455	SHPX	202851
160	CERESTAR USA INC	7455	SHPX	202852
160	CERESTAR USA INC	7455	SHPX	202853
160	CERESTAR USA INC	7455	SHPX	202854
160	CERESTAR USA INC	7455	SHPX	202855
160	CERESTAR USA INC	7455	SHPX	202856
160	CERESTAR USA INC	7455	SHPX	202857
160	CERESTAR USA INC	7455	SHPX	202858
160	CERESTAR USA INC	7455	SHPX	202859
160	CERESTAR USA INC	7455	SHPX	202860
160	CERESTAR USA INC	7455	SHPX	202861
160	CERESTAR USA INC	7455	SHPX	202862
160	CERESTAR USA INC	7455	SHPX	202863
160	CERESTAR USA INC	7455	SHPX	202864
160	CERESTAR USA INC	7455	SHPX	202865
160	CERESTAR USA INC	7455	SHPX	202866
160	CERESTAR USA INC	7455	SHPX	202867
160	CERESTAR USA INC	7455	SHPX	202868
160	CERESTAR USA INC	7455	SHPX	202869
160	CERESTAR USA INC	7455	SHPX	202870
160	CERESTAR USA INC	7455	SHPX	202871
160	CERESTAR USA INC	7455	SHPX	202872
160	CERESTAR USA INC	7455	SHPX	202873
160	CERESTAR USA INC	7455	SHPX	202874
160	CERESTAR USA INC	7455	SHPX	202875
160	CERESTAR USA INC	7455	SHPX	202876
160	CERESTAR USA INC	7455	SHPX	202877

Lessee Code	Lessee	Contract	Rptg Mark	Car Number
160	CERESTAR USA INC	7455	SHPX	202878
160	CERESTAR USA INC	7455	SHPX	202879
160	CERESTAR USA INC	7455	SHPX	202880
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203445
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203446
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203447
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203448
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203449
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203450
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203451
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203452
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203453
1503	PCI CHEMICALS CANADA IN	52920026	SHPX	203454
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203455
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203456
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203457
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203458
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203459
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203514
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203515
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203516
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203517
1503	PCI CHEMICALS CANADA IN	52920027	SHPX	203518
1258	EQUISTAR CHEMICALS, LP	53470081	SHPX	203267
1446	MONSANTO COMPANY	7474	SHPX	202927
1446	MONSANTO COMPANY	7474	SHPX	202929

173 Cars